

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA

IN RE: . Case No. 08-35653 (KRH)
. .
. Chapter 11
. Jointly Administered
CIRCUIT CITY STORES, .
INC., et al., . 701 East Broad Street
. Richmond, VA 23219
. .
Debtors. .
. May 10, 2012
. 2:09 p.m.

TRANSCRIPT OF HEARING
BEFORE HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY COURT JUDGE

APPEARANCES:

For the Debtor: Tavenner and Beran, PLC
By: PAULA BERAN, ESQ.
LYNN TAVENNER, ESQ.
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For Sun Builders Law Firm of Russell R. Johnson, III,
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1 COURTROOM DEPUTY: All rise. The United States
2 Bankruptcy Court for the Eastern District of Virginia is now in
3 session, the Honorable Kevin R. Huennekens presiding. Please
4 be seated and come to order.

5 COURT CLERK: In the matter of Circuit City Stores,
6 Incorporated, hearing on Items 1 through 45 as set out on
7 proposed agenda.

8 MS. BERAN: Good afternoon, Your Honor.

9 THE COURT: Good afternoon.

10 MS. BERAN: For the record, Paula Beran of the law
11 firm of Tavenner & Beran. With me this afternoon at counsels
12 table is my law partner, Lynn Tavenner, as well as Ms. Ann
13 Pietrantoni, from the Circuit City liquidating trust. In
14 addition, Your Honor, Mr. Andrew Caine of the Pachulski firm is
15 on the phone.

16 THE COURT: All right.

17 MS. BERAN: Your Honor, there are a number of matters
18 on today's docket and I will handle the first couple and Ms.
19 Tavenner will handle a handful and then I will come back up to
20 the podium if Your Honor's so inclined as it relates to the
21 claim objections.

22 THE COURT: All right.

23 MS. BERAN: First and foremost, Your Honor, the first
24 set of category -- or category of matters before Your Honor are
25 the pretrial conferences. The first one is in the adversary

1 proceeding, Siegel versus InnerWorkings, Inc., Case Number
2 10-3757. In connection with that matter, Your Honor, we are,
3 pursuant to Your Honor's procedures, ready to set that matter
4 for trial.

5 In consultation with defendant's counsel, we believe
6 that that matter will require two days. Counsel has also
7 talked and compared available dates, as well as those dates
8 that we understand were available for Your Honor. And the week
9 of December 17th works for the parties. And we'd respectfully
10 request I believe it was the 17th and 18th.

11 Finally, Your Honor, Your Honor may enter the
12 standard pretrial order that Your Honor has entered in every
13 other adversary proceeding in these cases.

14 THE COURT: I do have the 17th and 18th available to
15 -- and I can set it down for that date. Yes, sir?

16 MR. BRINK: Good morning -- pardon me, good
17 afternoon, Your Honor. My name is Tim Brink. I'm counsel for
18 InnerWorkings, the defendant in this adversary case.

19 THE COURT: Okay. And does the 17th and 18th of
20 December work for you, sir?

21 MR. BRINK: For the trial date, they do, yes, Your
22 Honor.

23 THE COURT: Okay. Very good. I will set it down
24 then for a two-day trial beginning on Monday, December 17.
25 That'll begin at 10:00. And you've also got the 18th reserved,

1 as well. The -- and then, I will issue my normal pretrial
2 order in this case. Is that acceptable, as well?

3 MR. BRINK: Yes, it is, Your Honor.

4 THE COURT: Okay. Very good. I will go ahead and do
5 that, then. Thank you very much.

6 MR. BRINK: Thank you very much.

7 MS. BERAN: Thank you, Your Honor. Your Honor, the
8 second matter is the pretrial conference in the matter of
9 Siegel versus Sun Builders Company. In connection with this
10 matter, the parties have discussed, we believe it will take
11 about a day and a half but we'd respectfully request to reserve
12 two days for the trial on this matter. And at this point in
13 time, Your Honor, we would respectfully request that we have a
14 date in January, given the other trials that are already
15 scheduled in these cases.

16 THE COURT: I thought you were being rather ambitious
17 when you scheduled the last one a week after one you already
18 had scheduled. And I was going to suggest that we just go over
19 to the next week there.

20 MS. BERAN: Your Honor, the parties had -- in
21 connection with that one, the parties had been discussing that
22 week before the earlier one had been scheduled. So, since that
23 agreement had been reached, we went --

24 THE COURT: All right. Let's -- in January, I've got
25 -- I can do January 7 and 8.

1 MR. JOHNSON: Hello, Your Honor. Russ Johnson here
2 for Sun Builders. Those dates are fine. Assuming the
3 (indiscernible) are wrong, those dates are --

4 THE COURT: Okay.

5 MS. BERAN: Your Honor, that's fine from the trust's
6 perspective.

7 THE COURT: Okay. So, I'm going to set this down,
8 begin at 10:00 on January 7. And I'll reserve the -- both days
9 for you to -- for that trial. Now, is it okay if the Court
10 enters its normal pretrial order or do you need anything
11 separate?

12 MS. BERAN: Your Honor, from the trust's perspective,
13 and I believe from the defendant's perspective, the standard
14 pretrial that has been entered in every other adversary
15 proceeding is fine.

16 MR. JOHNSON: Yes, Your Honor.

17 THE COURT: All right. Very good. Thank you, Mr.
18 Johnson.

19 MR. JOHNSON: Thank you.

20 THE COURT: All right. So, we will set that one,
21 then, in January at the 7th and the 8th. All right.

22 MS. BERAN: Thank you, Your Honor. Your Honor, that
23 brings us to the next category of motions and I will step aside
24 and Ms. Tavenner will address those.

25 THE COURT: Okay. Ms. Tavenner?

1 MS. TAVENNER: Good afternoon, Your Honor. For the
2 record, Lynn Tavenner, of the law firm of Tavenner & Beran,
3 appearing on behalf of the trust.

4 Item 3, Your Honor, arises in the adversary of Siegel
5 against B.R. Fries. It's a motion to dismiss the adversary
6 proceeding. It's a motion filed in the Iqbal nature. We have
7 submitted to Your Honor that the motion itself is premature
8 given Your Honor's mediation procedures and wanted to advise
9 that the parties have conducted an initial mediation at this
10 point. However, the mediator has continued the same for an
11 additional exchange of additional information. So, the
12 mediation is ongoing at this point. As a result, we would
13 respectfully request that this motion be continued again until
14 June 7, 2012.

15 THE COURT: And that's perfectly acceptable to the
16 Court. It'll be continued to the 7th.

17 MS. TAVENNER: Thank you, Your Honor. The next
18 matter --

19 THE COURT: Who's mediating this one? It's not
20 critical.

21 MS. TAVENNER: Mr. Flanagan is the trust's attorney
22 and I cannot recall -- it'll come to me and I'll advise you.

23 THE COURT: It's not critical.

24 MS. TAVENNER: Okay.

25 THE COURT: Okay. You can go on to the next matter.

1 MS. TAVENNER: Thank you, Your Honor. The next
2 matter is Item 4, Siegel against SYNEX Corporation. This
3 relates to a matter that actually is scheduled for trial in
4 August. The trust has filed a motion, pursuant to Rule 7037,
5 with respect to certain discovery failures. And we are trying
6 to resolve those and advised Your Honor of that last time but
7 given that we are in ongoing stages of discovery, we would
8 respectfully request that it remain on your docket until the
9 June 7th trial date -- I mean, hearing date, I'm sorry.

10 THE COURT: All right. And if we resolve -- if
11 you're unavailable to resolve it and we hear it on June 7,
12 that'll give you plenty of time prior to the trial date.

13 MS. TAVENNER: We believe so, Your Honor.

14 THE COURT: Okay. Very good. Then, that's what I'll
15 do, continue to June 7.

16 MS. TAVENNER: Thank you, Your Honor. Item 5 is a
17 motion for an order further extending the claims objection
18 deadline for certain categories of claims. Your Honor, we
19 addressed this with you and gave you a preview at the last
20 hearing. By this motion, the trust is requesting that the
21 claim objection deadline of April 24 be extended by another 160
22 days to October 1 with respect to certain identified categories
23 of claims. It's not a carte blanche request for an extension.

24 Since we were last before you on April 12, the trust
25 has continued to work very hard to continue to analyze claims

1 and has indeed filed additional claims objections. With
2 respect to where we are at this point, when the motion was
3 filed, there were 4,671 claims with an aggregate amount of
4 approximately 1.1 billion that remains subject to review and
5 objection, if needed. And of those, there were approximately
6 3700 that related totally -- solely to general unsecured claims
7 with an amount of about -- a little less than a million.

8 Your Honor, the task of addressing these remaining
9 unresolved claims has been extremely daunting, given the
10 trust's other duties. And, as Your Honor knows, these tasks
11 are being performed by 13 trust employees who were former
12 Circuit City employees. They have done a phenomenal job to
13 date and we are -- it's been a pleasure to work with them.
14 They have an incredible work ethic.

15 They are, however, in addition to addressing the
16 claims, continually preoccupied with other items, including
17 continuing to work on the prosecution of the adversary
18 proceedings that we address with you on a monthly basis. And,
19 as a result of their efforts, we have been able to resolve a
20 substantial amount of them. It was over 490 at the time we
21 filed the motion and it's even greater than that today.

22 In addition, Your Honor, they continue to reconcile
23 the claims and, on top of all that, are working very hard with
24 Mr. Siegel to address all the administrative tasks of the
25 financial and tax reporting with respect to the trust itself.

1 Your Honor, the specific categories that we are
2 asking for an extension on relate to the following, human
3 resources related, approximately 1400 claims that have been
4 identified by the trust as HR claims falling into the following
5 types of categories including but not limited to paid time off,
6 short-term incentive plan, long-term incentive plan, 401(k)
7 pension and severance. And they've continued to analyze and
8 indeed have filed some additional objections with respect to
9 those.

10 But, as I told you before, Ms. Pietrantonio, who's
11 here today and is heading up that review process with respect
12 to the HR claims -- while they have done an initial review of
13 all those claims, she felt that it would be more expedient for
14 both the trust and the claimants themselves to seek an
15 additional time so that she could go back and complete the
16 internal analysis because much of it initially had been done by
17 the debtors' professionals and she wanted to go back and verify
18 that information herself before filing any objection and
19 unnecessarily bringing anyone in here.

20 The other categories, Your Honor, relate to landlord
21 claims but these specifically relate to such claims where a
22 claim may have been objected to as being filed against the
23 wrong debtor entity or by the wrong claimant and for which such
24 objection has not been finally resolved and is still pending.
25 So, an identified subcategory there of landlord claims.

1 Similarly --

2 THE COURT: And how many of those do we have?

3 MS. TAVENNER: I don't have a number, Your Honor,
4 because it's an ongoing process. We believe that we had filed
5 the, if you will, the substantive objections with regard to all
6 of the landlord claims and these are just the ones that we want
7 to clean up. And there's some others that are already out
8 there. We want to make sure we don't miss something.

9 THE COURT: All right.

10 MS. TAVENNER: There -- similarly, Your Honor, we
11 have claims subject to pending objections, not necessarily
12 landlord claims, the same type of category. And, finally, Your
13 Honor, as we advised you last time, there are approximately 800
14 claims that were originally scheduled by debtors as undisputed.
15 The trust has gone back and determined that some of those
16 should be reviewed and potentially there may be some additional
17 objections relating to those. And they've matched up many of
18 them, but they're concerned that there could be some
19 duplication between scheduled and filed claims and just want to
20 make sure that they have everything wrapped up with regard to
21 those.

22 It's only, Your Honor, with these specific categories
23 that the trust is seeking a further extension of time through
24 October 1 to object to any of those claims as necessary. I did
25 want to advise the Court, Your Honor, that since we were last

1 before you on April the 12th, the trust has filed an additional
2 14 claim objections, a dozen of which were actually omnibus
3 claim objections. These objections related to claims for
4 indemnification, miscellaneous human resources, equity,
5 landlord, including the mitigation claims, as well as two
6 substantial stand-alone objections relating to claims filed by
7 PNY and Chase Bank.

8 So, Your Honor, they are continuing to work very hard
9 but do seek an extension of time for the identified categories
10 through October 1. Ms. Pietrantonio, who is the trust's HR and
11 report manager, is here today available to testify in support
12 of the motion to the extent necessary and the trust's efforts
13 and accomplishments to date and the remaining work to be done.
14 She would tell the Court if called to testify that the relief
15 requested in the motion is in the best interests of the estate
16 as a whole and is necessary to the effective administration of
17 the trust in its duties.

18 We have received no objections, Your Honor, to this
19 motion and would respectfully request that the Court enter an
20 order extending the objection deadline for the delineated
21 categories of claims through and including October 1 of this
22 year.

23 THE COURT: All right, Ms. Tavenner. Does any party
24 wish to be heard in connection with the motion for an order
25 further extending the claims objection deadline for the

1 categories of claims that counsel has outlined?

2 (No audible response)

3 THE COURT: All right. There being no objections,
4 the Court's going to grant that motion.

5 MS. TAVENNER: Thank you, Your Honor. The next item
6 on the docket is Item 6. It's a motion to file under seal
7 certain agreements with PNY Technologies.

8 Your Honor, this relates to the claim objection that
9 was filed that I just discussed with you. In conjunction with
10 that objection, the trust identified certain agreements in the
11 text of its objection but because of a confidentiality
12 agreement contained in the master dealer agreement, the trust,
13 out of an abundance of caution, filed the motion to file the
14 certain documents under seal.

15 Your Honor, since we filed that motion, PNY, through
16 its counsel, has filed a response. And we have had subsequent
17 correspondence with their counsel. Specifically, Your Honor,
18 counsel has told us that they are willing to waive the
19 confidentiality agreement in the master dealer agreement and
20 agree that the trust has no obligation to file the exhibits
21 referenced in the objection under seal and no objection to the
22 trustee filing any exhibits to the docket in this case.
23 Similarly, Your Honor, the trust will acknowledge that, based
24 upon that, that PNY would have no corresponding obligation to
25 file similar documents under seal.

1 Mr. Neil McCullagh, who is one of the counsel for the
2 trust, has also advised us that, based upon this, he was not
3 intending to appear here today. I advised him that we would
4 alert Your Honor to where we are and that we would request that
5 when we prepare the order to withdraw, which is what we are
6 requesting, that we would include this language in our order
7 and request him to endorse the same so that we ensure that
8 everyone is on the same page.

9 THE COURT: All right. Very good.

10 MS. TAVENNER: With that, Your Honor, we would submit
11 that the motion at this point could be withdrawn and we would
12 submit the appropriate order.

13 THE COURT: All right. In fact, PNY filed an
14 objection --

15 MS. TAVENNER: Yes. Yes, they did, which --

16 THE COURT: -- which I thought was kind of
17 interesting. All right. Very good. Well, I suppose then I
18 understand Mr. McCullagh's reluctance to be here today. I'll
19 certainly enter that order as you've described it.

20 MS. TAVENNER: Thank you, Your Honor. We will need
21 to revise the order and get it to Mr. McCullagh, but we will
22 submit it to you as promptly as possible.

23 THE COURT: All right. Very good.

24 MS. TAVENNER: We do want to have his endorsement.

25 THE COURT: All right.

1 MS. TAVENNER: The final motion that's on the docket,
2 Your Honor, Item 7, is a similar motion to file under seal a
3 certain agreement with Chase Bank USA, National Association.
4 This, Your Honor, is in conjunction with the claim objection
5 filed with respect to the Chase Bank claim.

6 We have heard from Mr. Michael Condyles who is
7 counsel for J.P. Morgan Chase. He has informed us that he has
8 reviewed the motion and has no objection to the relief
9 requested. As a result, Your Honor, we would intend to submit
10 to Your Honor for entry the proposed order that we tendered to
11 the motion, granting the filing of the document under seal.
12 And we would do that in accordance with the local rules.

13 THE COURT: And Chase was not willing to waive the
14 confidentiality requirement.

15 MS. TAVENNER: Correct, Your Honor.

16 THE COURT: All right. It seems to me that a lot of
17 that is ancient history at this point. It's hard to figure out
18 how it could still be, you know -- but I will defer to the
19 parties and I can ask Mr. Condilos that question at the
20 appropriate time. At the time being though I will grant your
21 motion and you can submit your order.

22 MS. TAVENNER: Thank you, Your Honor. That concludes
23 the motion that are on the docket. The remainder of the docket
24 relates to various claim objections which Ms. Beran will take
25 up with you.

1 THE COURT: All right. Thank you.

2 MS. BERAN: Your Honor, I apologize. I had stepped
3 out because Mr. Johnson had a question for me in connection
4 with a matter. I understand in my absence that Your Honor
5 asked about the mediator in the B.R. Fries matter. That matter
6 is being mediated by Mr. Rick Meth and I was actually the
7 trust's counsel who participated in that mediation. And we are
8 continuing to exchange information and --

9 THE COURT: I was waiting for you to leave to see
10 just how tuned in Ms. Tavenner was to what was going on with
11 the mediation.

12 (Laughter)

13 MS. BERAN: Oh, Your Honor, if you only knew what
14 transpired in our offices.

15 Turning then, Your Honor, to the claims objections
16 found at Page 6 on the lengthy agenda. Your Honor, as
17 indicated on Exhibits A and B attached to the agenda, since we
18 last stood before you on all of these claims types objections
19 two months ago, I'm happy to report that, you know, over 50 of
20 them -- I think it's 55, 57 of these claims now have been
21 resolved, as indicated on, primarily, Exhibit B. And so, we --
22 the trust continues to work in connection with resolving the
23 ones that it had objected to and specifically in reconciling
24 and exchanging information with the various claimants.

25 In connection with the specific claim objections in

1 connection with the debtors' nineteenth omnibus objection, Your
2 Honor, there was one claim that still remains outstanding.
3 We'd respectfully request that the status conference be
4 continued until July 10th.

5 THE COURT: It'll be continued to July 10.

6 MS. BERAN: Thank you, Your Honor. Turning to Page
7 8, the debtors' thirty-first omnibus objection, there still
8 remain a handful of claims outstanding related to that
9 objection. We'd respectfully request that they be continued
10 for status hearing to July 10th.

11 THE COURT: They'll be continued to July 10.

12 MS. BERAN: Thank you, Your Honor. Turning to Page
13 11, the debtors' thirty-seventh omnibus objection to claims,
14 similarly, there are a handful that remain outstanding. We'd
15 respectfully request they be continued for status purposes to
16 July 10th.

17 THE COURT: They'll be continued to July 10.

18 MS. BERAN: Turning to Page 16, Your Honor, on the
19 debtors' sixtieth omnibus objection, there still remains one
20 claim outstanding as it relates to that objection, and we'd
21 respectfully request that that be continued for status purposes
22 till July 10th.

23 THE COURT: It'll be continued to July 10.

24 MS. BERAN: Thank you, Your Honor. Similarly, on
25 Item Number 12, the debtors' seventieth -- seventy-sixth

1 omnibus objection, there was one claim remaining outstanding,
2 and we'd respectfully request the objection be continued to
3 July 10th for status purposes on that matter.

4 THE COURT: It'll be continued to July 10.

5 MS. BERAN: Thank you, Your Honor. Turning to Page
6 19, the debtors' seventy-ninth omnibus objection to claims,
7 there still remain a handful of claims outstanding on that
8 objection. We'd respectfully request that they be continued
9 for status conference -- status purposes to the July 10th
10 omnibus.

11 THE COURT: They'll be continued to July 10.

12 MS. BERAN: Turning to Page 21, Item Number 14, we
13 now go to the set of what we refer to as the stand-alone tax
14 objections, that is the notice and objection to the California
15 Board of Equalization. We'd respectfully request that we
16 continue that matter for status purposes to July 10th.

17 THE COURT: It'll be continued to July 10.

18 MS. BERAN: Similarly, Your Honor, Item Number 15 is
19 -- relates to the Tennessee Department of Revenue. We'd
20 respectfully request that that matter be continued for status
21 purposes to July 10th.

22 THE COURT: It'll be continued to July 10.

23 MS. BERAN: Thank you, Your Honor. We'd also
24 respectfully request that Item Number 16, the objection to the
25 Wisconsin Department of Revenue's claim, be continued for

1 status purposes to July 10th.

2 THE COURT: It'll be continued to July 10.

3 MS. BERAN: Thank you, Your Honor. Item Number 17 on
4 Page 26, it relates to the Louisiana Department of Revenue's
5 claims. We are happy to report to Your Honor that these
6 objections and the underlying claims have been settled in
7 concept. However, it's still pending documentation so we
8 thought it most appropriate that we go ahead and continue the
9 status conference until July 10th and are optimistic that we
10 can remove the matter from the Court's docket then.

11 THE COURT: All right. Very good. I'll continue it
12 to July 10.

13 MS. BERAN: Thank you, Your Honor. On Page 27, Your
14 Honor, the objection to the Massachusetts -- well, Commonwealth
15 of Massachusetts, we'd respectfully request that that matter be
16 continued until July 10th for status purposes.

17 THE COURT: It'll be continued.

18 MS. BERAN: Thank you, Your Honor. Similarly, Your
19 Honor, to the claims of the State of New Jersey, we'd -- and
20 the objections thereto, we'd respectfully request that Item
21 Number 19 be continued for status purposes until July 10th.

22 THE COURT: It'll be continued to July 10.

23 MS. BERAN: Thank you, Your Honor. Your Honor, as it
24 relates to the claims and the objections to the Commonwealth of
25 Virginia Department of Taxation, we'd respectfully request that

1 Item Number 20 be continued until July 10th.

2 THE COURT: It'll be continued to July 10.

3 MS. BERAN: Thank you, Your Honor. Your Honor,
4 turning back now to the liquidating trust's omnibus objection
5 on Page 32, the liquidating trust's first omnibus objection.
6 Your Honor, in connection with these objections, there are
7 still outstanding the two categories of claims that we've
8 previously referenced, those being to which a response was
9 filed and we are still trying to reconcile and come to a
10 resolution and/or to those that we have had informal responses
11 and/or correspondence and have agreed to continue out the
12 response date so that we can continue to try and resolve and/or
13 reconcile. With regard to those two categories, as identified
14 on Exhibit B, we'd respectfully request that this omnibus
15 objection be continued until the July 10th omni date.

16 THE COURT: Be continued to July 10.

17 MS. BERAN: Thank you, Your Honor. Turning now to
18 Page 36, Item Number 22 is the liquidating trust's second
19 omnibus objection. Your Honor, as indicated on Exhibit B,
20 certain of the claims subject to that objection have been
21 resolved. There are additional -- the two categories of
22 claims. As it relates to those two categories of claims, we'd
23 respectfully request that they be continued until the July 10th
24 omnibus hearing for status purposes.

25 THE COURT: They'll be continued to July 10.

1 MS. BERAN: Thank you, Your Honor. Turning to Page
2 40 now is the liquidating trust's third omnibus objection. As
3 indicated on Exhibit B, certain of those claims have been
4 resolved and can be removed from the Court's docket. The two
5 additional categories of claims, we'd respectfully request, as
6 identified on Exhibit B, that they be continued until the July
7 10th omnibus hearing for status purposes.

8 THE COURT: They'll be continued to July 10.

9 MS. BERAN: Thank you, Your Honor. Turning now to
10 Page 44, Item Number 24, the liquidating trust's fourth omnibus
11 objection. Your Honor will see on Exhibit B that certain of
12 these claims have been resolved and can be removed from the
13 Court's docket. The remaining ones are those subject to the
14 two categories. We'd respectfully request that they be
15 continued for status purposes until the July 10th omnibus
16 hearing date.

17 THE COURT: They'll be continued to July 10.

18 MS. BERAN: Thank you, Your Honor. That brings us to
19 Page 48 which is Item Number 25, the liquidating trust's fifth
20 omnibus objection. Similarly, Your Honor, certain of these
21 claims have been resolved, as identified on Exhibit B. The
22 remaining two categories, we'd respectfully request that they
23 be continued until July 10th for status purposes.

24 THE COURT: They'll be continued to July 10.

25 MS. BERAN: Thank you, Your Honor. Turning to Page

1 51, Item Number 26, the liquidating trust's sixth omnibus
2 objection, these claims, as identified on Exhibit B, are the
3 two categories of claims described. We'd respectfully request
4 that they be continued until July 10th for status purposes.

5 THE COURT: They'll be continued to July 10.

6 MS. BERAN: Your Honor, that brings us to Page 55,
7 Item Number 27, the liquidating trust's seventh omnibus
8 objection. Similarly, there are two categories of claims
9 remaining outstanding. We'd respectfully request that for
10 those categories these item -- this item be continued until
11 July 10th for status purposes.

12 THE COURT: It'll be continued to July 10.

13 MS. BERAN: Thank you, Your Honor. Item Number 28 on
14 Page 58, Your Honor, is the liquidating trust's eighth omnibus
15 objection. As identified on Exhibit B, certain of these claims
16 have been resolved and can be removed from the Court's docket.
17 Similarly, there are the two categories of claims that remain
18 outstanding and we'd respectfully request that this omnibus
19 objection be continued for those claims to the July 10th
20 omnibus date.

21 THE COURT: It'll be continued to July 10.

22 MS. BERAN: Thank you, Your Honor. Turning to Page
23 62, Your Honor, brings us to the liquidating trust's ninth
24 omnibus objection. As identified on Exhibit B, certain of
25 those claims have been resolved and may be removed from the

1 Court's docket. The two categories of claims, we'd
2 respectfully request that they be continued for status purposes
3 to the July 10th omnibus date.

4 THE COURT: They'll be continued to July 10.

5 MS. BERAN: Thank you, Your Honor. Turning now to
6 Page 66, Item 30, there are -- there is one claimant that still
7 remains, subject to this omnibus objection, Mr. Besanko. And,
8 as it relates to him, we'd respectfully request that this
9 matter be continued until the July 10th omnibus hearing date
10 for status purposes.

11 THE COURT: It'll be continued to July 10.

12 MS. BERAN: Thank you, Your Honor. Your Honor, the
13 debtors' fourteenth omnibus objection -- excuse me -- the
14 liquidating trust's fourteenth omnibus objection on Page 68.
15 As identified on Exhibit B, certain of the claims subject to
16 that omnibus objection have been resolved. The remaining two
17 categories of claims, we'd respectfully request that they be
18 continued for status purposes until July 10th.

19 THE COURT: They'll be continued to July 10.

20 MS. BERAN: Thank you, Your Honor. Turning to Page
21 72 now, Your Honor, Item Number 32, the liquidating trust's
22 fifteenth omnibus objection, once again, Your Honor, some of
23 those claims subject to that omnibus objection have been
24 resolved, as identified on Exhibit B. For the two remaining
25 categories of claims identified on Exhibit B, we'd respectfully

1 request that it be continued for status purposes to July 10th
2 omnibus hearing date.

3 THE COURT: It'll be continued to July 10.

4 MS. BERAN: Thank you, Your Honor. Item Number 33 on
5 Page 75 is the liquidating trust's seventeenth omnibus
6 objection. As it relates to this omnibus objection, there are
7 still the two categories of claims outstanding and for those
8 we'd respectfully request that they be continued until July
9 10th omnibus hearing date.

10 THE COURT: They'll be continued to July 10.

11 MS. BERAN: Thank you, Your Honor. Turning to Page
12 79, Item Number 34 is the liquidating trust's eighteenth
13 omnibus objection. Your Honor, as identified on Exhibit B, a
14 number of those have been resolved and may be removed from the
15 Court's docket. Similarly, Your Honor, there are still the two
16 categories of claims outstanding and we'd respectfully request
17 that they be continued until the July 10th omnibus date.

18 THE COURT: They'll be continued to July 10.

19 MS. BERAN: Thank you, Your Honor. Turning to Page
20 82, Item Number 35, the twentieth omnibus objection. As
21 identified on Exhibit B, certain of those claims have been
22 resolved and may be removed from the Court's docket. In
23 addition, Your Honor, there are still the two categories of
24 other claims outstanding, and we'd respectfully request that
25 they be continued until July 10th omnibus hearing date.

1 THE COURT: They'll be continued to July 10.

2 MS. BERAN: Thank you, Your Honor. On Page 85, the
3 liquidating trust's twenty-first omnibus objection, some of
4 those claims subject to that objection have been resolved, as
5 identified on Exhibit B, and may be removed from the Court's
6 docket. The two remaining categories of claims, we'd
7 respectfully request, as identified on Exhibit B, that they be
8 continued for status purposes to July 10th.

9 THE COURT: They'll be continued to July 10.

10 MS. BERAN: Thank you, Your Honor. That brings us
11 then, Your Honor, to Page 89, Item Number 37, the liquidating
12 trust's twenty-third omnibus objection. That objection still
13 has two categories of claims subject to it and we'd
14 respectfully request that it be continued for status purposes
15 until the July 10th omnibus.

16 THE COURT: It'll be continued to July 10.

17 MS. BERAN: Thank you, Your Honor. Item Number 38 on
18 Page 91 is the liquidating trust's twenty-fourth omnibus
19 objection. As identified on Exhibit B, Your Honor, certain of
20 those claims have been resolved and may be removed from the
21 Court's docket. In addition, Your Honor, there are the two
22 categories of claims which we'd respectfully request be
23 continued for status purposes till the July 10th omnibus date.

24 THE COURT: They'll be continued to July 10.

25 MS. BERAN: Thank you, Your Honor. That brings us to

1 Item Number 39 on Page 94, Your Honor, the liquidating trust's
2 twenty-fifth omnibus objection to claims. Your Honor, as
3 identified on Exhibit B, certain of those claims have been
4 resolved. There are, as well, though, the two categories of
5 claims still outstanding and we'd respectfully request that
6 those claims identified on Exhibit B -- that this matter be
7 continued until July 10th for status purposes.

8 THE COURT: It'll be continued to July 10.

9 MS. BERAN: Thank you, Your Honor. Your Honor, then
10 turning to Page 96, Item Number 40, the liquidating trust's
11 twenty-sixth omnibus objection. There are still two -- the two
12 categories of claims that remain outstanding in this omnibus
13 objection and we'd respectfully request, as identified on
14 Exhibit B, that these items be continued until July 10th's
15 omnibus hearing date.

16 THE COURT: They'll be continued to July 10.

17 MS. BERAN: Thank you, Your Honor. Item Number 41 on
18 Page 99 is the liquidating trust's twenty-seventh omnibus
19 objection. Similarly, Your Honor, there are the two categories
20 of claims that still remain pending subject to that omnibus
21 objection. We'd respectfully request that they be continued
22 until the July 10th omnibus date for status purposes.

23 THE COURT: They'll be continued to July 10.

24 MS. BERAN: Thank you, Your Honor. Item Number 42 on
25 Page 100 and 101 is the liquidating trust's twenty-eighth

1 omnibus objection. As Your Honor will see on Exhibit B,
2 certain of the claims subject to that objection have been
3 resolved and may be removed from the Court's docket. There are
4 also the two categories of claims that still remain unresolved
5 in connection with that omnibus objection and we'd respectfully
6 request that those claims, as identified on Exhibit B, be
7 continued until July 10th for status purposes.

8 THE COURT: They'll be continued to July 10.

9 MS. BERAN: Thank you, Your Honor. That brings us to
10 Page 103 which is the -- Item Number 43, the liquidating
11 trust's twenty-ninth omnibus objection. As it relates to that
12 omnibus objection, Your Honor, there are the two categories of
13 claims which remain outstanding. We'd respectfully request all
14 those identified on Exhibit B be continued for status purposes
15 until the July 10th omnibus hearing.

16 THE COURT: They'll be continued to July 10.

17 MS. BERAN: Thank you, Your Honor, Item Number 44,
18 on Page 103, is the liquidating trust's thirtieth omnibus
19 objection to claims. In connection with that, Your Honor, as
20 identified on Exhibit B, some of those claims have been
21 resolved and may be removed from the Court's docket.
22 Similarly, though, Your Honor, there are the two categories of
23 claims that remained outstanding and we'd respectfully for
24 those identified on Exhibit B that they be continued for status
25 purposes till the July 10th hearing.

1 THE COURT: They'll be continued to July 10.

2 MS. BERAN: Thank you, Your Honor. Your Honor, that
3 brings us to the last item, Item Number 45, which is the
4 liquidating trust's thirty-first omnibus objection. As
5 identified on Exhibit B, certain of those claims have been
6 resolved and may be removed from the Court's docket. There
7 still are the two categories of claims remaining outstanding.
8 We'd respectfully request that they be continued until the July
9 10th omnibus hearing date.

10 THE COURT: They'll be continued to July 10.

11 MS. BERAN: Thank you, Your Honor. And, Your Honor,
12 I would also just note for the record that, as we continue to
13 work these, we will continue to remove them. But, it looks
14 like July 10th will be another large agenda in that those claim
15 objections that Ms. Tavenner referenced having been filed are
16 all set down for initial status conference, as to those that
17 are responses filed and/or to which we agreed to extend
18 response date to continue an exchange of information. They are
19 set down for initial hearing on July 10th.

20 THE COURT: All right. But, all those have been set
21 for status as opposed to anything substantive at this point in
22 time?

23 MS. BERAN: Correct, Your Honor. The only
24 substantive would be -- for all of those would be to the extent
25 no response and/or no extension is granted. Then, we would be

1 respectfully requesting that, as Your Honor has done with all
2 the other omnis, that there be a default entered in connection
3 with the relief that had been requested for failure to respond.

4 THE COURT: I understand.

5 MS. BERAN: Your Honor, that is the end of today's
6 lengthy agenda. Ms. Tavenner, Mr. Caine and/or myself are
7 happy to answer any questions Your Honor may have.

8 THE COURT: I don't have any specific questions. If
9 there's no other business we need to take up in Circuit City,
10 we can be adjourned.

11 MS. BERAN: None that I'm aware of, Your Honor.

12 THE COURT: Okay.

13 COURTROOM DEPUTY: All rise. Court is now adjourned.

14 * * * * *

C E R T I F I C A T I O N

I, STEPHANIE SCHMITTER, court approved transcriber,
certify that the foregoing is a correct transcript from the
official electronic sound recording of the proceedings in the
above-entitled matter, and to the best of my ability.

/s/ Stephanie Schmitter

STEPHANIE SCHMITTER

J&J COURT TRANSCRIBERS, INC. DATE: May 23, 2012